

IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE SOUTHERN DISTRICT OF TEXAS  
HOUSTON DIVISION

In re:	CHAPTER 11
SERTA SIMMONS BEDDING, LLC, et al.,	Case No. 23-90020 (DRJ)
Debtors.	(Jointly Administered)

SERTA SIMMONS BEDDING, LLC, INVESCO  
SENIOR SECURED MANAGEMENT, INC.,  
CREDIT SUISSE ASSET MANAGEMENT, LLC,  
BOSTON MANAGEMENT AND RESEARCH,  
EATON VANCE MANAGEMENT, AND  
BARINGS LLC,

Plaintiffs and Counterclaim Defendant,

Adversary Proc. No. 23-09001 (DRJ)

v.

AG CENTRE STREET PARTNERSHIP L.P., AG  
CREDIT SOLUTIONS NON-ECI MASTER FUND,  
L.P., AG SF MASTER (L), L.P., AG SUPER FUND  
MASTER, L.P., SILVER OAK CAPITAL, L.L.C.,  
ASCRIBE III INVESTMENTS, LLC, COLUMBIA  
CENT CLO 21 LIMITED, COLUMBIA CENT CLO  
27 LIMITED, COLUMBIA FLOATING RATE  
INCOME FUND, A SERIES OF COLUMBIA  
FUNDS SERIES TRUST II, COLUMBIA  
STRATEGIC INCOME FUND, A SERIES OF  
COLUMBIA FUNDS SERIES TRUST I,  
CONTRARIAN CAPITAL FUND I, L.P.,  
CONTRARIAN CENTRE STREET PARTNERSHIP,  
L.P., CONTRARIAN DISTRESSED DEBT FUND,  
L.P., GAMUT CAPITAL SSB, LLC, LCM XXII  
LTD., LCM XXIII LTD., LCM XXIV LTD., LCM  
XXV LTD., LCM 26 LTD., LCM 27 LTD., LCM 28  
LTD., NORTH STAR DEBT HOLDINGS, L.P.,  
SHACKLETON 2013- III CLO, LTD.,  
SHACKLETON 2013-IV-R CLO, LTD.,  
SHACKLETON 2014-V-R CLO, LTD.,  
SHACKLETON 2015-VII-R CLO, LTD.,  
SHACKLETON 2017-XI CLO, LTD., Z CAPITAL  
CREDIT PARTNERS CLO 2018-1 LTD., AND Z  
CAPITAL CREDIT PARTNERS CLO 2019-1 LTD.,

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Defendants, Counterclaim Plaintiffs and  
Third-Party Plaintiffs,

v.

AGF FLOATING RATE INCOME FUND,  
BRIGHTHOUSE FUNDS TRUST I -  
BRIGHTHOUSE/EATON VANCE FLOATING  
RATE PORTFOLIO, CALVERT MANAGEMENT  
SERIES - CALVERT FLOATING-RATE  
ADVANTAGE FUND, EATON VANCE CLO 2013-  
1 LTD., EATON VANCE CLO 2014-1R LTD.,  
EATON VANCE CLO 2015-1 LTD., EATON  
VANCE CLO 2018-1 LTD., EATON VANCE CLO  
2019-1 LTD., EATON VANCE LOAN HOLDING  
LIMITED, EATON VANCE FLOATING-RATE  
INCOME PLUS FUND, EATON VANCE  
FLOATING-RATE 2022 TARGET TERM TRUST,  
EATON VANCE SENIOR FLOATING-RATE  
TRUST, EATON VANCE FLOATING-RATE  
INCOME TRUST, EATON VANCE  
INTERNATIONAL (CAYMAN ISLANDS)  
FLOATING-RATE INCOME PORTFOLIO, EATON  
VANCE SENIOR INCOME TRUST, EATON  
VANCE SHORT DURATION DIVERSIFIED  
INCOME FUND, EATON VANCE  
INSTITUTIONAL SENIOR LOAN FUND, EATON  
VANCE INSTITUTIONAL SENIOR LOAN PLUS  
FUND, EATON VANCE LIMITED DURATION  
INCOME FUND, EATON VANCE FLOATING  
RATE PORTFOLIO, SENIOR DEBT PORTFOLIO,  
EATON VANCE VT FLOATING RATE INCOME  
FUND, BENTHAM SYNDICATED LOAN FUND,  
DAVINCI REINSURANCE LTD., RENAISSANCE  
INVESTMENT HOLDINGS LTD., CALIFORNIA  
STATE TEACHERS' RETIREMENT SYSTEM,  
DOLLAR SENIOR LOAN FUND, LTD., DOLLAR  
SENIOR LOAN MASTER FUND II, LTD.,  
BA/CSCREDIT 1 LLC, PK-SSL INVESTMENT  
FUND LIMITED PARTNERSHIP, COPPERHILL  
LOAN FUND I, LLC, THE EATON  
CORPORATION MASTER RETIREMENT TRUST,  
ERIE INDEMNITY COMPANY, MADISON  
FLINTHOLM SENIOR LOAN FUND I DAC,  
PHILLIPS 66 RETIREMENT PLAN TRUST, WIND  
RIVER FUND LLC, BLUE SHIELD OF  
CALIFORNIA, ERIE INSURANCE EXCHANGE,

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THE CITY OF NEW YORK GROUP TRUST,  
MARYLAND STATE RETIREMENT AND  
PENSION SYSTEM, CREDIT SUISSE FLOATING  
RATE TRUST, CREDIT SUISSE FLOATING RATE  
HIGH INCOME FUND, CREDIT SUISSE  
STRATEGIC INCOME FUND, COMMONWEALTH  
OF PENNSYLVANIA TREASURY DEPARTMENT,  
STATE OF NEW MEXICO STATE INVESTMENT  
COUNCIL, CREDIT SUISSE NOVA (LUX), KP  
FIXED INCOME FUND, BENTHAM STRATEGIC  
LOAN FUND, TELSTRA SUPERANNUATION  
SCHEME, WESPATH FUNDS TRUST, INFLATION  
PROTECTION FUND-I SERIES, MADISON PARK  
FUNDING X, LTD., MADISON PARK FUNDING  
XI, LTD., MADISON PARK FUNDING XII, LTD.,  
MADISON PARK FUNDING XIII, LTD.,  
MADISON PARK FUNDING XIV, LTD.,  
MADISON PARK FUNDING XV, LTD., MADISON  
PARK FUNDING XVI, LTD., MADISON PARK  
FUNDING XVII, LTD., MADISON PARK  
FUNDING XVIII, LTD., MADISON PARK  
FUNDING XIX, LTD., MADISON PARK FUNDING  
XX, LTD., MADISON PARK FUNDING XXI, LTD.,  
MADISON PARK FUNDING XXII, LTD.,  
MADISON PARK FUNDING XXIII, LTD.,  
MADISON PARK FUNDING XXIV, LTD.,  
MADISON PARK FUNDING XXV, LTD.,  
MADISON PARK FUNDING XXVI, LTD.,  
MADISON PARK FUNDING XXVII, LTD.,  
MADISON PARK FUNDING XXVIII, LTD.,  
MADISON PARK FUNDING XXIX, LTD.,  
MADISON PARK FUNDING XXX, LTD.,  
MADISON PARK FUNDING XXXI, LTD.,  
MADISON PARK FUNDING XXXII, LTD.,  
MADISON PARK FUNDING XXXIV, LTD.,  
MADISON PARK FUNDING XXXV, LTD.,  
MADISON PARK FUNDING XXXVII, LTD.,  
MADISON PARK FUNDING XL, LTD., MADISON  
PARK FUNDING XLI, LTD., MADISON PARK  
FUNDING XLII, LTD., MADISON PARK  
FUNDING XLIII, LTD., MADISON PARK  
FUNDING XLIV, LTD., ONE ELEVEN FUNDING I,  
LTD., ONE ELEVEN FUNDING II, LTD.,  
BARINGS GLOBAL LOAN LIMITED, BARINGS  
GLOBAL SPECIAL SITUATIONS CREDIT 3  
S.A.R.L., BARINGS GLOBAL HIGH YIELD

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CREDIT STRATEGIES LIMITED, BARINGS U.S.  
 LOAN LIMITED, BARINGS CLO LTD. 2018-III,  
 BARINGS CLO LTD. 2017-I, BARINGS CLO LTD.  
 2019-II, BARINGS CLO LTD. 2016-I, BARINGS  
 CLO LTD. 2015-I, BARINGS CLO LTD. 2016-II,  
 BARINGS CLO LTD. 2018-I, BARINGS CLO LTD.  
 2015-II, BARINGS CLO LTD. 2013-I, BARINGS  
 CLO LTD. 2018-IV, BALOISE SENIOR SECURED  
 LOAN FUND, BAYVK R2-FONDS SEGMENT  
 BAYVK R2 BARINGS, CROWN MANAGED  
 ACCOUNTS SPC - CROWN/BA 2 SP, BABSON  
 CLO LTD. 2014-I, G.A.S. (CAYMAN) LIMITED,  
 SERENGETI (LOAN FUND), A SERIES TRUST OF  
 THE MULTI STRATEGY UMBRELLA FUND  
 CAYMAN, BARINGS GLOBAL MULTI-CREDIT  
 STRATEGY 1 LIMITED, BARINGS GLOBAL  
 MULTI-CREDIT STRATEGY 2 LIMITED,  
 BARINGS GLOBAL MULTI-CREDIT STRATEGY  
 3 LIMITED, BARINGS GLOBAL MULTI-CREDIT  
 STRATEGY 4 LIMITED, BARINGS BDC SENIOR  
 FUNDING I, LLC, BARINGS GLOBAL FLOATING  
 RATE FUND, A SERIES OF BARINGS FUND  
 TRUST, BARINGS SEGREGATED LOANS 3 S.A  
 R.L, BARINGS BDC, INC., BARINGS GLOBAL  
 LOAN AND HIGH YIELD BOND LIMITED,  
 BARINGS GLOBAL CREDIT INCOME  
 OPPORTUNITIES FUND, ARROWOOD  
 INDEMNITY COMPANY, ARROWOOD  
 INDEMNITY AS ADMINISTRATOR OF THE  
 PENSION PLAN OF ARROWOOD INDEMNITY,  
 JOCASSEE PARTNERS LLC, FIRST EAGLE  
 BANK LOAN SELECT MASTER FUND, FIRST  
 EAGLE SENIOR LOAN FUND (FSLF), KVK CLO  
 2013-1 LTD., KVK CLO 2016-1 LTD., KVK CLO  
 2018-1 LTD., RUSSELL ABSOLUTE RETURN  
 FIXED INCOME FUND, RUSSELL FLOATING  
 RATE FUND, RUSSELL GLOBAL  
 UNCONSTRAINED BOND POOL, RUSSELL  
 MULTI-ASSET CORE PLUS FUND, RUSSELL  
 UNCONSTRAINED TOTAL RETURN FUND,  
 STANIFORD STREET CLO LTD., STICHTING  
 PENSIOENFONDS HOOGOVS, WIND RIVER  
 2012-1 CLO LTD., WIND RIVER 2013-1 CLO LTD.,  
 WIND RIVER 2013-2 CLO LTD., WIND RIVER  
 2014-1 CLO LTD., WIND RIVER 2014-2 CLO LTD.,  
 WIND RIVER 2014-3 CLO LTD., WIND RIVER

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2014-3K CLO LTD., WIND RIVER 2015-1 CLO LTD., WIND RIVER 2015-2 CLO LTD., WIND RIVER 2016-1 CLO LTD., WIND RIVER 2016-2 CLO LTD., WIND RIVER 2017-1 CLO LTD., WIND RIVER 2017-4 CLO LTD., WIND RIVER 2018-3 CLO LTD., WIND RIVER 2019-3 CLO LTD., ANNISA CLO, LTD., BETONY CLO 2, LTD., BOC PENSION INVESTMENT FUND, CARBONE CLO, LTD., DIVERSIFIED CREDIT PORTFOLIO LTD., INVESCO BL FUND, LTD., INVESCO DYNAMIC CREDIT OPPORTUNITIES FUND, INVESCO FLOATING RATE FUND, INVESCO FLOATING RATE INCOME FUND, INVESCO GEMINI US LOAN FUND LLC, INVESCO OPPENHEIMER MASTER LOAN FUND, INVESCO OPPENHEIMER SENIOR FLOATING RATE FUND, INVESCO OPPENHEIMER SENIOR FLOATING RATE PLUS FUND, INVESCO SENIOR INCOME TRUST, INVESCO SENIOR LOAN FUND, INVESCO SSL FUND LLC, INVESCO ZODIAC FUNDS - INVESCO US SENIOR LOAN ESG FUND, INVESCO ZODIAC FUNDS - INVESCO US SENIOR LOAN FUND, KAISER PERMANENTE GROUP TRUST, KAPITALFORENINGEN INVESTIN PRO, US LEVERAGED LOANS I, MILOS CLO, LTD., RECETTE CLO, LTD., RISERVA CLO, LTD., SENTRY INSURANCE COMPANY, UPLAND CLO, LTD., HARBOURVIEW CLO VII-R, LTD., INVESCO OPPENHEIMER FUNDAMENTAL ALTERNATIVES FUND, OAKTREE OPPORTUNITIES FUND XB HOLDINGS (DELAWARE), LP, OAKTREE OPPTS X HOLDCO LTD., OAKTREE OPPORTUNITIES FUND X HOLDINGS (DELAWARE) LP, DRYDEN XXV SENIOR LOAN FUND, DRYDEN XXVI SENIOR LOAN FUND, DRYDEN XXVIII SENIOR LOAN FUND, DRYDEN 30 SENIOR LOAN FUND, DRYDEN 33 SENIOR LOAN FUND, DRYDEN 36 SENIOR LOAN FUND, DRYDEN 37 SENIOR LOAN FUND, DRYDEN 38 SENIOR LOAN FUND, DRYDEN 40 SENIOR LOAN FUND, DRYDEN 41 SENIOR LOAN FUND, DRYDEN 42 SENIOR LOAN FUND, DRYDEN 43 SENIOR LOAN FUND, DRYDEN 45 SENIOR LOAN FUND, DRYDEN 47 SENIOR LOAN FUND, DRYDEN 49 SENIOR

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LOAN FUND, DRYDEN 50 SENIOR LOAN FUND,  
 DRYDEN 54 SENIOR LOAN FUND, DRYDEN 53  
 CLO, LTD., DRYDEN 55 CLO, LTD., DRYDEN 57  
 CLO, LTD., DRYDEN 58 CLO, LTD., DRYDEN 60  
 CLO, LTD., DRYDEN 61 CLO, LTD., DRYDEN 64  
 CLO, LTD., DRYDEN 65 CLO, LTD., DRYDEN 70  
 CLO, LTD., DRYDEN 75 CLO, LTD., NEWARK  
 BSL CLO 1, LTD., NEWARK BSL CLO 2, LTD.,  
 VENTURE XXV CLO, LIMITED, VENTURE 31  
 CLO, LIMITED, VENTURE 32 CLO, LIMITED,  
 VENTURE 33 CLO, LIMITED, VENTURE 35 CLO,  
 LIMITED, VENTURE XVII CLO LIMITED,  
 VENTURE XXII CLO, LIMITED, VENTURE XXIX  
 CLO, LIMITED, VENTURE XXVII CLO, LIMITED,  
 VENTURE 28A CLO, LIMITED, VENTURE XII  
 CLO, LIMITED, VENTURE XIII CLO, LIMITED,  
 VENTURE XIV CLO, LIMITED, VENTURE XIX  
 CLO, LIMITED, VENTURE XV CLO, LIMITED,  
 VENTURE XVI CLO, LIMITED, VENTURE XVIII  
 CLO, LIMITED, VENTURE XX CLO, LIMITED,  
 VENTURE XXI CLO, LIMITED, VENTURE XXIII  
 CLO, LIMITED, VENTURE XXIV CLO, LIMITED,  
 VENTURE XXVIII CLO, LIMITED, VENTURE  
 XXX CLO, LIMITED, BSG FUND MANAGEMENT  
 B.V., FIXED INCOME OPPORTUNITIES NERO,  
 LLC, BLACKROCK LIMITED DURATION  
 INCOME TRUST, BLACKROCK GLOBAL  
 INVESTMENT SERIES: INCOME STRATEGIES  
 PORTFOLIO, BLACKROCK CREDIT  
 STRATEGIES INCOME FUND OF BLACKROCK  
 FUNDS V, BLACKROCK SENIOR FLOATING  
 RATE PORTFOLIO, BLACKROCK FLOATING  
 RATE INCOME STRATEGIES FUND, INC.,  
 BLACKROCK MULTI-ASSET INCOME  
 PORTFOLIO OF BLACKROCK FUNDS II,  
 BLACKROCK DEBT STRATEGIES FUND, INC.,  
 BLACKROCK FLOATING RATE INCOME  
 TRUST, JPMBI RE BLACKROCK BANKLOAN  
 FUND, BLACKROCK FLOATING RATE INCOME  
 PORTFOLIO OF BLACKROCK FUNDS V, ABR  
 REINSURANCE LTD., NC GARNET FUND, LP,  
 MAGNETITE XC, LIMITED, MAGNETITE XV,  
 LIMITED, MAGNETITE XIV-R, LIMITED,  
 MAGNETITE XVI, LIMITED, MAGNETITE VIII,  
 LIMITED, MAGNETITE XVIII, LIMITED,  
 MAGNETITE XIX, LIMITED, MAGNETITE XX,

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LIMITED, MAGNETITE XVII, LIMITED, MAGNETITE VII, LIMITED, MAGNETITE XII, LIMITED, NUVEEN DIVERSIFIED DIVIDEND AND INCOME FUND, NUVEEN FLOATING RATE INCOME FUND, NUVEEN FLOATING RATE INCOME OPPORTUNITY FUND, NUVEEN SENIOR INCOME FUND, NUVEEN SHORT DURATION CREDIT OPPORTUNITIES FUND, NUVEEN SYMPHONY FLOATING RATE INCOME FUND, PRINCIPAL FUNDS, INC - DIVERSIFIED REAL ASSET FUND, SYMPHONY CLO XX LTD., SYMPHONY CLO XVII, LTD., SYMPHONY CLO XIX LTD., SYMPHONY CLO XVII, LTD., SYMPHONY CLO XV, LTD., SYMPHONY CLO XIV, LTD., SYMPHONY CLO XVI, LTD., TCI-SYMPHONY 2017-1 LTD., TCI-SYMPHONY 2016-1 LTD., SYMPHONY FLOATING RATE SENIOR LOAN FUND, SCOF-2 LTD., BAYCITY ALTERNATIVE INVESTMENT FUNDS SICAV-SIF - BAYCITY US SENIOR LOAN FUND, BAYCITY SENIOR LOAN MASTER FUND LTD., PENSIONDANMARK PENSIONFORSIKRINGSAKTIESELSKAB, MENARD, INC., MUNICIPAL EMPLOYEES ANNUITY & BENEFIT FUND OF CHICAGO, PRINCIPAL DIVERSIFIED REAL ASSET CIT, CALIFORNIA STREET CLO IX LIMITED PARTNERSHIP, CALIFORNIA STREET CLO XII, LTD., TAO FUND, LLC, MP CLO III LTD., MP CLO IV LTD., MP CLO VII LTD., MP CLO VIII LTD., MARBLE POINT CLO X LTD., MARBLE POINT CLO XI LTD., MARBLE POINT CLO XII LTD., MPLF FUNDING LTD., MPSFR FINANCING 1 LTD., MARATHON CLO V LTD., MARATHON CLO VII LTD., MARATHON CLO VIII LTD., MARATHON CLO IX LTD., MARATHON CLO X LTD., MARATHON CLO XI LTD., BOWERY FUNDING ULC, WOODBINE FUNDING ULC, ELEVATION CLO 2013-1, LTD., ELEVATION CLO 2014-2, LTD., ELEVATION CLO 2015-4, LTD., ELEVATION CLO 2016-5, LTD., ELEVATION CLO 2017-6, LTD., ELEVATION CLO 2017-7, LTD., ELEVATION CLO 2017-8 LTD., ELEVATION CLO 2018-9, LTD., ELEVATION CLO 2018-10, LTD., and PEAKS CLO 3, LTD.,

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Third-Party Defendants.

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**THIRD-PARTY DEFENDANT EATON VANCE LOAN HOLDING LIMITED'S  
ANSWER TO THE THIRD-PARTY PLAINTIFFS' CLAIMS AND JOINDER IN THE  
REPRESENTED THIRD-PARTY DEFENDANTS' ANSWER<sup>1</sup>**

Eaton Vance Loan Holding Limited, by and through its undersigned counsel, hereby responds to the Third-Party Claims filed against it on April 7, 2023 by Defendants AG Centre Street Partnership L.P., AG Credit Solutions Non-ECI Master Fund, L.P., AG Super Fund Master, L.P., AG SF Master (L), L.P., Silver Oak Capital, L.L.C., Ascribe III Investments, LLC, Columbia Cent CLO 21 Limited, Columbia Cent CLO 27 Limited, Columbia Floating Rate Income Fund, a series of Columbia Funds Series Trust II, Columbia Strategic Income Fund, a series of Columbia Funds Series Trust I, Contrarian Capital Fund I, L.P., Contrarian Distressed Debt Fund, L.P., Contrarian Centre Street Partnership, L.P., Gamut Capital SSB, LLC, Z Capital Credit Partners CLO 2018-1 Ltd., Z Capital Credit Partners CLO 2019-1 Ltd., Shackleton 2013-III CLO, Ltd., Shackleton 2013-IV-R CLO, Ltd., Shackleton 2014-V-R CLO, Ltd., Shackleton 2015-VII-R CLO, Ltd., Shackleton 2017-XI CLO, Ltd., and North Star Debt Holdings, L.P. (collectively, the “Third-Party Plaintiffs”)<sup>2</sup>, including by joining in and incorporating by reference as further stated below the responses to those Third-Party Claims filed on May 8, 2023 by certain other third-party defendants (the “Represented Third-Party Defendants”), *see* ECF Dkt. 217 (the “Represented Third-Party Defendants’ Answer”).

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<sup>1</sup> On May 5, 2023, Third-Party Plaintiffs filed an unopposed motion to amend the caption and re-designate the Third-Party Defendants as “additional Counterclaim Defendants.” This answer is being filed on behalf of the Represented Third-Party Defendant Eaton Vance Loan Holding Limited in that capacity, although it maintains the “third-party” terminology originally used in Third-Party Plaintiffs’ pleading for consistency and ease of reference.

<sup>2</sup> Capitalized terms not otherwise defined herein have the meaning ascribed to them in the Amended Adversary Complaint filed in *Serta Simmons Bedding, LLC, et al. v. AG Centre Street Partnership, L.P. et al.*, Adversary No. 23-09001, Dkt. 38 (Feb. 14, 2023).



**GENERAL DENIAL**

Eaton Vance Loan Holding Limited incorporates by reference the “General Denial” included in the Represented Third-Party Defendants’ Answer as though set forth fully herein. Eaton Vance Loan Holding Limited further denies each and every allegation, statement, and matter not expressly admitted or qualified in this response, or not expressly admitted or qualified in any response in the Represented Third-Party Defendants’ Answer that is incorporated by reference herein. Eaton Vance Loan Holding Limited further denies any allegations made in the headings contained in the Counterclaims and Third-Party Claims, as well as the prayer for relief in the Counterclaims and Third-Party Claims. Eaton Vance Loan Holding Limited denies that any of the Third-Party Plaintiffs are entitled to any of the relief requested anywhere in the Counterclaims or Third-Party Claims or otherwise.

Eaton Vance Loan Holding Limited further responds to the specific allegations contained in the Third-Party Claims as follows:

Response to Paragraph Nos. 94–118: Eaton Vance Loan Holding Limited incorporates by reference the responses to Paragraphs 94–118 contained in the Represented Third-Party Defendants’ Answer as though set forth fully herein.

Response to Paragraph Nos. 119–122: Eaton Vance Loan Holding Limited lacks knowledge or information sufficient to form a belief as to the truth or falsity of the allegations in Paragraphs 119–122 and on that basis denies those allegations.

**123. Third-party defendant Eaton Vance Loan Holding Limited participated in the Unlawful Exchange Transaction. Eaton Vance Loan Holding Limited is a private company limited by shares with its principal place of business in Dublin, Ireland.**

Response to Paragraph No. 123: Eaton Vance Loan Holding Limited admits that it is a private company limited by shares with a principal place of business in Dublin, Ireland and was an Exchanging Existing Lender as that term is used in the PTL Credit Agreement, dated June 22, 2020.

Response to Paragraph Nos. 124–231: Eaton Vance Loan Holding Limited lacks knowledge or information sufficient to form a belief as to the truth or falsity of the allegations in Paragraphs 124–231 and on that basis denies those allegations.

Response to Paragraph Nos. 232–397: Eaton Vance Loan Holding Limited incorporates by reference the responses to Paragraphs 232–397 contained in the Represented Third-Party Defendants’ Answer as though set forth fully herein.

#### **PRAYER FOR RELIEF**

Eaton Vance Loan Holding Limited incorporates by reference the response to Third-Party Plaintiffs’ “Prayer For Relief” contained in the Represented Third-Party Defendants’ Answer as though set forth fully herein, and denies that the Third-Party Plaintiffs are entitled to any of the relief requested in subparagraphs a-g on pages 112-113 of the Counterclaims and Third-Party Claims or as otherwise requested in the Counterclaims and Third-Party Claims.

#### **AFFIRMATIVE DEFENSES**

Eaton Vance Loan Holding Limited incorporates by reference and asserts each and every one of the affirmative defenses asserted in the Represented Third-Party Defendants’ Answer as though set forth fully herein, and hereby reserves its rights to assert other and additional defenses, claims, counterclaims, and third-party claims not asserted herein of which it becomes aware through discovery or other investigation as may be appropriate at a later time. By incorporating and asserting the affirmative defenses asserted in the Represented Third-Party

Defendants' Answer, Eaton Vance Loan Holding Limited does not assume any burden of proof, persuasion, or production with respect to any issue where the applicable law places the burden upon another party.

Dated: May 9, 2023

Respectfully submitted,

/s/ C. Lee Wilson

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C. Lee Wilson (admitted *pro hac vice*)  
Akiva Shapiro (admitted *pro hac vice*)  
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Limited and the Represented Third-Party  
Defendants*